

**RULES OF THE
MELBOURNE EAST BASKETBALL ASSOCIATION INCORPORATED
(REVISED 2019)**

PART 1—PRELIMINARY

1 Name

The Name of the Incorporated Association is "**Melbourne East Basketball Association Incorporated**".

2 Purposes

The purposes of the Association are—

- (a) Participate as a member of Basketball Victoria through and by which basketball can be conducted, encouraged, promoted, advanced and administered;
- (b) Affiliate and otherwise liaise with Basketball Victoria each year in pursuit of these purposes;
- (c) To encourage, promote and manage the sport of basketball within Melbourne's East and the surrounding areas;
- (d) Provide access to individuals to participate in the sport of basketball in Melbourne's East and surrounding areas;
- (e) At all times act on behalf of and interest of the members of basketball;
- (f) Ensure the maintenance and enhancement of the Association, Basketball Victoria and Basketball for the benefit of members and basketball in Melbourne's East and surrounding areas;
- (g) Promote the economic and community service success, strength and stability of the Association;
- (h) To provide an enjoyable and safe environment for players, coaches and officials to play, learn and develop the skills of basketball;
- (i) To promote and encourage a range of values such as fair play, integrity, equal opportunity, good sporting conduct and sense of community;
- (j) Represent the interests of its members and basketball generally in any appropriate forum;
- (k) Strive for Government, commercial and public recognition of the Association;
- (l) Provide support and assistance for member clubs and teams in all areas of their operations;
- (m) Encourage and support member clubs and foster their growth and development;
- (n) To select and manage teams of basketball players to represent the Association;
- (o) Pursue through itself or other such commercial arrangements including sponsorship and marketing opportunities as are appropriate to further the interests of basketball in Melbourne's East and surrounding areas;

- (p) Review, refer to the Governing Body or act as arbiter and settle all questions or disputes on any matter relating to basketball which may be referred to it by any member;
- (q) Seek and obtain improved basketball facilities in Melbourne's East and surrounding areas;
- (r) Deal with any other matters the Association may deem to be in the interest of the Association or basketball in general;
- (s) To maintain long term financial viability for the benefit of all participants present and future;
- (t) Use and protect the intellectual property of the Association;
- (u) Promote the health, welfare and safety of members;
- (v) Have regard to the public interest in its operations;
- (w) Formulate or adopt and implement appropriate policies in line with Government legislation and such other matters relevant to basketball;
- (x) Do all that is reasonably necessary to enable these objectives to be achieved and to enable the members to receive the benefits which these objectives are intended to achieve;
- (y) Undertake and/or do all such things or activities which are necessary, incidental or conducive to the advancement of these objectives.

3 Financial Year

The Financial Year of the Association is each period of 12 months ending on **30 September**.

4 Definitions

(1) In these Rules—

Absolute Majority, of the Board, means a majority of the Board members currently holding office and entitled to vote at the time (as distinct from a majority of Board members present at a Board meeting);

Address of the Association is the address as set out in Rule (73);

Associate Member means a member referred to in Rule 14;

Board means the Board of Management of the Association;

Board Meeting means a meeting of the Board held in accordance with these Rules;

Board Member means a member of the Board elected or appointed under these Rules;

By-Laws means the playing conditions set by the Association for the conduct of domestic competitions;

Chairperson, of a general meeting or Board meeting, means the person chairing the meeting as required under Rule 46;

Club means any group of persons as detailed in Rule 8(3);

Committee means a sub-committee established and authorised by the Board of the Association;

Delegate means a person nominated by a Sub-Committee and approved by the Board to represent the Association at any external meeting required as notified from time to time;

Disciplinary Appeal Meeting means a meeting of the members of the Association convened under Rule 23(3);

Disciplinary Meeting means a meeting of the Board convened for the purposes of Rule 22;

Disciplinary Sub-Committee means the Sub-Committee appointed under Rule 20;

Financial Member means a member of the Association that has no overdue debt owing to the Association;

Financial Year means the 12 month period specified in Rule 3;

General Meeting means a general meeting of the members of the Association convened in accordance with Part 4 and includes an Annual General Meeting, a Special General Meeting and a Disciplinary Appeal Meeting;

Member means a member of the Association including all classes of membership as detailed in Rule 8;

Member Entitled to Vote means a member who under Rule 13(2) is entitled to vote at a general meeting;

Nunawading Spectres means the representative teams of the Association;

Special Resolution means a resolution that requires not less than three-fourths (75%) majority of the members voting at a general meeting, to vote in favour of the resolution;

The Act means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

The Registrar means the Registrar of Incorporated Associations;

The Regulations means the regulations under the Act.

- (2) In these Rules, a reference to the Secretary of the Association is a reference to:
- (a) Where a person holds office under these Rules as Secretary of the Association – to that person; and
 - (b) In any other case, to the Public Officer of the Association.

PART 2—POWERS OF ASSOCIATION

5 Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting Sub-Rule (1), the Association may—
 - (a) Acquire, hold and dispose of real or personal property;
 - (b) Open and operate accounts with financial institutions;
 - (c) Invest its money in any security in which trust monies may lawfully be invested;

- (d) Raise and borrow money on any terms and in any manner as it thinks fit. Where borrowings are to exceed \$50,000 AUD approval must be sought at a general meeting of the members;
 - (e) Secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) Appoint agents to transact business on its behalf;
 - (g) Enter into any other contract it considers necessary or desirable;
 - (h) Make By-Laws governing the conduct of the Association's activities.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for Profit Organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Sub-Rule (1) does not prevent the Association from paying a member—
 - (a) Reimbursement for expenses properly incurred by the member; or
 - (b) For goods or services provided by the member—if this is done in good faith on terms no more favourable than if the member was not a member.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum Number of Members

The Association must have at least 5 members.

8 Membership Categories

- (1) Membership of the Association shall consist of:
 - (a) Life Members;
 - (b) Junior Domestic Clubs;
 - (c) Senior Domestic Teams;
 - (d) Nunawading Spectres Junior Program Committee;
 - (e) Nunawading Spectres Senior Program Committee;
 - (f) Board Members;
 - (g) Individual Members; and
 - (h) Temporary Members.

(2) Life Members

- (a) Life Membership may be bestowed upon a person for exceptional and meritorious service to the Association for a period of not less than ten (10) years;
- (b) Nomination for Life Membership shall be made in writing to the Board at least 21 days prior to the Annual General Meeting;
- (c) The Board shall decide by a three-fourths (75%) majority on any nomination to be submitted to the Annual General Meeting for consideration;
- (d) The Board shall present a written report to those present at the Annual General Meeting on the services of any successful nominee together with its recommendations as to their suitability for the honour;
- (e) Life Membership may be cancelled by resolution of a three-fourths (75%) majority of eligible votes at a General Meeting of the Association;
- (f) Life Members shall be granted the privileges of free admission to all competitions and functions arranged by the Association and may attend and have one vote at all general meetings of the Association;
- (g) Life Members shall be awarded a suitable badge of recognition that shall be presented to the new Life Member at the meeting where Life Membership is awarded.

(3) Junior Domestic Clubs

- (a) Junior Domestic Clubs (hereinafter referred to as “Club” or “Clubs”) consist of a minimum of five (5) teams that are registered exclusively with the Association;
 - (i) A Club is considered ‘exclusively registered’ with the Association if it does not have any team utilising the name, logo or uniform of the club registered with another basketball organisation in a competition format that is conducted on the same day of the week by the Association.
 - (ii) A Club may, apply, in writing, to the Board seeking exemption to be ‘exclusively registered’ under rule 3(a) and 3(a)(i) due to exceptional circumstances. Granting of such an exemption shall be at the sole discretion of the Board by an absolute majority. An application for exemption must be made to the Board prior to the commencement of each season.
- (b) A Club shall be considered a Member Club provided they are deemed a “financial member”, at least seven (7) days prior to a general meeting;
- (c) A Club shall cease to be a member when:
 - (i) It registers fewer than five (5) teams in a playing season;
 - (ii) It is no longer considered ‘exclusively registered’ with the Association.
- (d) Without limiting Sub-Rule (b), a Club shall receive, at any general meeting, one (1) vote for each team registered in that current playing season;
- (e) A Club shall advise the Secretary prior to a general meeting the name of the delegate appointed by the Club to exercise the Club’s vote at the meeting.

(4) Senior Domestic Teams

- (a) Senior Domestic Teams (hereinafter referred to as “Team” or “Teams”) are teams that participate in the Association’s Senior Domestic Competitions;
- (b) A Team shall be considered a Member Team provided they are deemed a “financial member”, at least seven (7) days prior to a general meeting;
- (c) A Team shall cease to be a member when it fails to enter a team in a playing season;
- (d) Without limiting Sub-Rule (b), a Team shall receive, at any general meeting, one (1) vote.

(5) Nunawading Spectres Junior Program Committee

- (a) The Nunawading Spectres Junior Program Committee represent the participants of the Junior Elite Program of the Association;
- (b) The Nunawading Spectres Junior Program represent the Association at a junior level and consist of teams that participate in the Elite Representative Competition conducted by Basketball Victoria;
- (c) Each Board appointed Nunawading Spectres Junior Program Committee Member shall be entitled to one (1) vote at any general meeting.

(6) Nunawading Spectres Senior Program Committee

- (a) The Nunawading Spectres Senior Program Committee represent the participants of the Senior Elite Program of the Association;
- (b) The Nunawading Spectres Senior Program represent the Association at a senior level and consist of teams that participate in the Elite Representative Competition(s) conducted by Basketball Australia and/or Basketball Victoria;
- (c) Each Board appointed Nunawading Spectres Senior Program Committee Member shall be entitled to one (1) vote at any general meeting.

(7) Board Members

- (a) Any member of the Board (including Co-Opted Members) shall be entitled to Membership which shall have the same powers and voting rights as a Life Member.

(8) Individual Members

- (a) Any person with an interest in basketball who is over the age of 18 who applies for membership, whose application is approved by the Board and who pays the membership fee is eligible to be an Individual Member of the Association.

(9) Temporary Members

- (a) Unless the Board or the Association shall otherwise resolve, the following persons shall be Temporary Members of the Association:
 - (i) Players;
 - (ii) Coaches;

- (iii) Match Officials.
- (b) Temporary Membership shall only be applicable to such persons on those days when such persons are participating in competitions of the Association;
- (c) A Temporary Member shall not be required to pay a membership fee, joining fee or levy;
- (d) A Temporary Member shall not be entitled to a vote or propose a motion to a general meeting of the Association;
- (e) A Temporary Member shall not be entitled to be a member of the Board, except as a Co-Opted member, or to propose any other person as a member of the Board.

9 Application for Membership

- (1) To apply to become a member of the Association, a person or group of persons must submit a written application to the Board stating that the person or group of persons—
 - (a) Wishes to become a member of the Association; and
 - (b) Supports the purposes of the Association; and
 - (c) Agrees to comply with these Rules.
- (2) The application—
 - (a) Must be signed by the applicant; and
 - (b) Must be accompanied by the prescribed Membership Fee for that year as set by the Board.

10 Consideration of Application

- (1) As soon as practicable after an application for membership is received, the Board must decide by absolute majority whether to accept or reject the application.
- (2) If the Board approves an application for membership, the Secretary must, as soon as practicable, notify the applicant in writing of the approval.
- (3) If the Board rejects the application, it must as soon as practicable:
 - (a) Notify the applicant in writing that the application has been rejected; and
 - (b) Return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

11 New Membership

- (1) If an application for membership is approved by the Board—
 - (a) The resolution to accept the membership must be recorded in the minutes of the Board meeting; and
 - (b) The Secretary must ensure within 14 days, that the name and address of the new member, and the date of becoming a member, is entered in the Register of Members.
- (2) A person or group of persons becomes a member of the Association and, subject to Rule 13(2), is entitled to exercise his or her rights of membership from the date at which the Board enters the person or group of persons name on the Register of Members.

12 Annual Membership and Joining Fee

- (1) Prior to the end of each financial year, the Board must determine—
 - (a) the amount of the Annual Membership (if any) for the following financial year; and
 - (b) the date for payment of the Annual Membership Fee.
- (2) The Association may determine that a lower annual membership fee is payable by Temporary Members.
- (3) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
 - (a) the full annual membership; or
 - (b) a pro rata annual membership based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Association.
- (4) The rights of a member (including the right to vote) who has not paid the annual membership by the due date are suspended until the membership is paid.
- (5) Except for the Annual Membership Fee, there are no entrance fees or other amounts to be paid in respect of membership of the Association.

13 General Rights of Members

- (1) A member of the Association who is entitled to vote has the right—
 - (a) To receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) To submit items of business for consideration at a general meeting; and
 - (c) To attend and be heard at general meetings; and
 - (d) To vote at a general meeting; and
 - (e) To have access to the minutes of general meetings and other documents of the Association as provided under Rule 75; and
 - (f) To inspect the register of members.
- (2) A member is entitled to vote if—
 - (a) The member is a member other than a Temporary Member; and
 - (b) An applicant for Individual Membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the Register of Members; and
 - (c) The member's membership rights are not suspended for any reason.

14 Associate Members

- (1) In these Rules, Associate Members are referred to as Temporary Members.
- (2) Refer to *Part 3 Division 1 Section 8 Rule 9 – Temporary Members*.

15 Rights not Transferable

- (1) Rights, privileges or obligations of a member are not transferable to any other person; and terminate upon cessation of membership.

16 Ceasing Membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Association, the Secretary must ensure, as soon as practicable, that the date the person ceased to be a member is entered in the Register of Members.

17 Resigning as a Member

- (1) A member may resign by giving notice in writing to the Association.
- (2) A member is taken to have resigned if—
 - (a) The member has failed, for more than 3 months to pay the Annual Membership Fee when it became due; or
 - (b) Where no annual membership is payable—
 - (i) The Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
 - (ii) The member has not, within 1 month after receiving that request, confirmed in writing that he or she wishes to remain a member.

18 Register of Members

- (1) The Secretary must ensure that the Register of Members is maintained at that it includes—
 - (a) for each current member—
 - (i) The member's name;
 - (ii) For a Junior Domestic Club, the address for notice last given by the Club;
 - (iii) For a Senior Domestic Team, the address for notice last given by the Primary Contact of the Team;
 - (iv) The date on which the member was entered into the Register of Members;
 - (v) If the member is a Temporary Member, a note to that effect; and
 - (vi) any other information determined by the Board;
 - (b) For each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the Register of Members except that contact details will not be disclosed.
- (3) A member may not make a copy of any entry in the Register of Members.

Division 2—Disciplinary Action

19 Grounds for Taking Disciplinary Action

- (1) Subject to these Rules, the Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—
 - (a) Has failed to comply with these Rules; or
 - (b) Refuses to support the purposes of the Association; or
 - (c) Has engaged in conduct prejudicial to the Association; or
 - (d) Has failed to take proper account for and provide to the Treasurer of the Association moneys received by way of registration fees, membership fees or any other moneys received by the member on the Association's behalf; or
 - (e) Has failed to keep receipts, invoices and other records of moneys received and to provide these to the Treasurer of the Association; or
 - (f) Has made and/or published defamatory or derisive statements relating to the Board, affiliated players, coaches, officials, members or affiliated bodies.

20 Disciplinary Sub-Committee

- (1) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a Disciplinary Sub-Committee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the Disciplinary Sub-Committee—
 - (a) May be Board members, members of the Association or anyone else; but
 - (b) Must not be biased against, or in favour of, the member concerned.

21 Notice to Member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - (a) Stating that the Association proposes to take disciplinary action against the member; and
 - (b) Stating the grounds for the proposed disciplinary action; and
 - (c) Specifying the date, place and time of the meeting at which the disciplinary sub-committee intends to consider the disciplinary action (the *disciplinary meeting*); and
 - (d) Advising the member that he or she may do one or both of the following—
 - (i) Attend the disciplinary meeting and address the disciplinary sub-committee at that meeting;
 - (ii) Give a written statement to the disciplinary sub-committee at any time before the disciplinary meeting; and
 - (e) Setting out the member's appeal rights under Rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22 Decision of Sub-Committee

- (1) At the disciplinary meeting, the Disciplinary Sub-Committee must—
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- (a) Give the member an opportunity to be heard; and
- (b) Consider any written statement submitted by the member;
- (2) After complying with Sub-Rule (1), the Disciplinary Sub-Committee may—
 - (a) Take no further action against the member; or
 - (b) Impose a penalty on that member of an amount not exceeding \$500 AUD; or
 - (c) Suspend that member from membership of the Association for a specified period; or
 - (d) Expel that member from the Association.
- (3) The suspension of membership rights or the expulsion of a member by the disciplinary sub-committee under this rule takes effect immediately after the vote is passed.

23 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under Rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
 - (a) To the disciplinary sub-committee immediately after the vote to suspend or expel the person is taken; or
 - (b) To the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under Sub-Rule (2), a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
 - (a) Specify the date, time and place of the meeting; and
 - (b) State—
 - (i) The name of the person against whom the disciplinary action has been taken; and
 - (ii) The grounds for taking that action; and
 - (iii) That at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

24 Conduct of Disciplinary Appeal Meeting

- (1) At a disciplinary appeal meeting—
 - (a) No business other than the question of the appeal may be conducted; and
 - (b) The Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) The person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with Sub-Rule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than a three-fourths (75%) majority of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance Procedure

25 Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
 - (a) A member and another member;
 - (b) A member and the Board;
 - (c) A member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

26 Parties Must Attempt to Resolve the Dispute

- (1) The parties to a dispute must attempt to resolve the dispute between themselves within 21 days of the dispute coming to the attention of each party.

27 Appointment of Mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 26, the parties must within 21 days—
 - (a) Notify the Board of the dispute; and
 - (b) Agree to or request the appointment of a mediator; and
 - (c) Attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - (a) A person chosen by agreement between the parties; or
 - (b) In the absence of agreement—
 - (i) If the dispute is between a member and another member—a person appointed by the Board; or
 - (ii) if the dispute is between a member and the Board or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Board may be a member or former member of the Association but in any case must not be a person who—
 - (a) Has a personal interest in the dispute; or
 - (b) Is biased in favour of or against any party.

28 Mediation Process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - (a) Give each party every opportunity to be heard; and
 - (b) Allow due consideration by all parties of any written statement submitted by any party; and
 - (c) Ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

29 Failure to Resolve Dispute by Mediation

- (1) If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

30 Annual General Meetings

- (1) The Board must convene an Annual General Meeting of the Association to be held within 5 months after the end of each financial year.
- (2) Despite Sub-Rule (1), the Association may hold its first Annual General Meeting at any time within 18 months after its incorporation.
- (3) The Board may determine the date, time and place of the Annual General Meeting.
- (4) The ordinary business of the Annual General Meeting is as follows—
 - (a) To confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since then;
 - (b) To receive and consider—
 - (i) The annual report of the Board and its Sub-Committees on the activities of the Association during the preceding financial year; and
 - (ii) The financial statements of the Association for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;
 - (c) To nominate and elect Auditors;
 - (d) To elect the members of the Board;
 - (e) To confirm or vary the amounts (if any) of the annual membership fee and joining fee;
 - (f) To elect or reject any Life Member who is recommended by the Board.
- (5) To conduct any other business of which notice has been given in accordance with these Rules.
- (6) The Annual General Meeting shall be in addition to all other General Meetings that may be held in the same year.

31 Special General Meetings

- (1) Any general meeting of the Association, other than an Annual General Meeting or a Disciplinary Appeal Meeting, is a Special General Meeting.

- (2) The Board may convene a Special General Meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under Rule 33 may be conducted at the meeting.

32 Special General Meeting Held at Request of Members

- (1) The Board shall, on requisition in writing of not less than 10 members, from at least 3 classes of membership, holding not less than 20% of the voting rights, convene a Special General Meeting.
- (2) A request for a Special General Meeting must—
 - (a) Be in writing; and
 - (b) State the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) Include the names and signatures of the members requesting the meeting; and
 - (d) Be given to the Secretary.
- (3) If the Board does not convene a Special General Meeting within two (2) months after the date on which the request is made, the members making the request (or any of them) may convene the Special General Meeting.
- (4) A Special General Meeting convened by members under Sub-Rule (3)—
 - (a) Must be held within three (3) months after the date on which the original request was made; and
 - (b) May only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a Special General Meeting under Sub-Rule (3).

33 Notice of General Meetings

- (1) The Secretary (or, in the case of a Special General Meeting convened under Rule 32(3), the members convening the meeting) shall cause a notice to be prominently displayed on multiple notice boards within the major playing venue (Nunawading Basketball Centre) of the Association, as well as on the Nunawading Basketball Website and where practical via mail and email—
 - (a) At least 28 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) At least 14 days' notice of a general meeting in any other case.
 - (2) The notice must—
 - (a) Specify the date, time and place of the meeting; and
 - (b) Indicate the general nature of each item of business to be considered at the meeting; and
 - (c) If a special resolution is to be proposed—
 - (i) State in full the proposed resolution; and
 - (ii) State the intention to propose the resolution as a special resolution;
 - (3) This rule does not apply to a Disciplinary Appeal Meeting.
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34 Proxies

- (1) A member may not appoint any other person as his or her proxy to vote and speak on his or her behalf at a general meeting including a Disciplinary Appeal Meeting.

35 Use of Technology

- (1) A member not physically present at a general meeting is not permitted to participate in the meeting by the use of technology.

36 Quorum at General Meetings

- (1) No business may be conducted at a general meeting unless a quorum of members entitled to vote under these Rules is present.
- (2) 10 members (including nominated delegates of Clubs) personally present and holding not less than 20% of the voting rights constitute a quorum for the transaction of the business of a general meeting.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) In the case of a meeting convened by, or at the request of, members under Rule 32—the meeting must be dissolved;
 - (b) In any other case—
 - (i) The meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) Notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under Sub-Rule (3)(b), the members present at the meeting (if not fewer than 10) may proceed with the business of the meeting as if a quorum were present.

37 Adjournment of General Meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting Sub-Rule (1), a meeting may be adjourned—
 - (a) If there is insufficient time to deal with the business at hand; or
 - (b) To give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with Rule 33.

38 Voting at General Meeting

- (1) On any question arising at a general meeting—
 - (a) Subject to Sub-Rule (4), members voting capacity is weighted as detailed in Rule (8) – Membership Categories. At general meetings, the following members are entitled to vote:
 - (i) Life Members;
 - (ii) Delegates of Junior Domestic Clubs;
 - (iii) Primary Contact of Senior Domestic Teams;
 - (iv) Board Appointed Committee Members of Nunawading Spectres Junior Program;
 - (v) Board Appointed Committee Members of Nunawading Spectres Senior Program;
 - (vi) Board Members; and
 - (vii) Individual Members.
- (2) Provided always that:
 - (a) A person filling more than one of the above positions can only vote in the capacity of a single position;
 - (b) At an Annual General Meeting the outgoing members of the Board have a vote at elections;
 - (c) All votes shall be made by members present. Proxy voting is not allowed; and
 - (d) All votes in an allotment must be exercised as a block and cannot be split.
- (3) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (4) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (5) This Rule does not apply to a vote at a Disciplinary Appeal Meeting conducted under Rule 24.

39 Special Resolutions

- (1) A Special Resolution is passed if not less than a three-fourths (75%) majority of the members present and voting at a general meeting vote in favour of the resolution.
- (2) In addition to certain matters specified in the Act, a Special Resolution is required:
 - (a) To remove a Board member from Office; and
 - (b) To alter these Rules.

40 Determining Whether Resolution Carried

- (1) A question arising at a general meeting of the Association shall be determined by a show of hands, unless before or on the declaration of the show of hands a poll is demanded. A declaration by the Chairperson that a resolution has been—
 - (a) Carried; or
 - (b) Carried unanimously; or
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- (c) Carried by a particular majority; or
 - (d) Lost—
- and an entry to that effect in the minutes of the meeting is conclusive proof of that fact, without proof of the number or proportion of the votes recorded in favour or against that resolution.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
 - (a) The poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) The Chairperson must declare the result of the resolution on the basis of the poll.
 - (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
 - (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

41 Minutes of General Meeting

- (1) The Board must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) The names of the members attending the meeting; and
 - (b) The financial statements submitted to the members in accordance with Rule 30(4)(b)(ii); and
 - (c) The certificate signed by two (2) Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (d) Any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COMMITTEE

Division 1—Powers of Board

42 Role and Powers

- (1) The business of the Association must be managed by or under the direction of a Board.
 - (2) Subject to the Act, the Regulations and these Rules, the Board may exercise all such powers and functions of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association. These powers include, but are not limited to:
 - (a) Control and manage the business and affairs of the Association;
 - (b) Control and manage all income, funds and property of the Association;
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- (c) Control and manage all payments arising from the operations of the Association;
- (d) Perform all such acts and things as appears to the Board to be essential for the proper management of the business and affairs of the Association and to make all by-laws and rules necessary for the proper management and administration of the Association;
- (e) Appoint, manage and remove staff, coaches and volunteers;
- (f) Establish Sub-Committees according to the complexity of the various activities of the Association. Sub-Committees must consist of members of the Association with terms of reference as developed and adopted by the Board;
- (g) Appoint delegates to Basketball Victoria or other organisations as required;
- (h) Exercise all such powers and functions that are required by these Rules to be exercised at general meetings of the Association.

43 Delegation

- (1) The Board may delegate to a member of the Board, a Sub-Committee or staff, any of its powers and functions other than—
 - (a) This power of delegation; or
 - (b) A duty imposed on the Board by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (3) The Board may, in writing, revoke a delegation wholly or in part.
- (4) The Board may, in writing, suspend or dissolve a particular Sub-Committee and integrate its functions with those of another Sub-Committee.

Division 2—Composition of Board and Duties of Members

44 Composition of Board

- (1) The Board of the Association shall consist of—
 - (a) a President; and
 - (b) a Vice-President; and
 - (c) a Secretary; and
 - (d) a Treasurer; and
 - (e) Three (3) Ordinary Members (if any) elected under Rule 53; and
 - (f) Two (2) additional Members, Co-Opted for a specific purpose.
- (2) Given Rule 44(1)(f), the Board will have the power to Co-Opt two (2) additional members by a three-fourths (75%) majority of the Board for a specific purpose for a period of not more than the period to the next Annual General Meeting. After the expiry of the Co-Opted member's term the Board may Co-Opt the person again.

45 General Duties

- (1) As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and the Act.
- (2) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these Rules.
- (3) Board members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Board members must exercise their powers and discharge their duties—
 - (a) In good faith in the best interests of the Association; and
 - (b) For a proper purpose.
- (5) Board members and former Board members must not make improper use of—
 - (a) Their position; or
 - (b) Information acquired by virtue of holding their position—
so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- (6) In addition to any duties imposed by these Rules, a Board member must perform any other duties imposed from time to time by resolution at a general meeting.

46 President and Vice-President

- (1) Subject to Sub-Rule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any Board meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - (a) In the case of a general meeting—a member elected by the other members present; or
 - (b) In the case of a Board meeting—a Board member elected by the other Board members present.

47 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must ensure—
 - (a) The Register of Members is maintained in accordance with Rule 18; and
 - (b) Keep custody of the common seal (if any) of the Association and, except for the financial records referred to in Rule 70(3), all books, documents and securities of the Association in accordance with Rules 72 and 75; and
 - (c) Subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) Perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

48 Treasurer

- (1) The Treasurer must—
 - (a) Receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - (b) Ensure that all moneys received are paid into the account of the Association within a reasonable time after receipt; and
 - (c) Make any payments authorised by the Board or by a general meeting of the Association from the Association's funds; and
 - (d) Ensure cheques and electronic payments are signed or authorised by at least 2 Board members.
- (2) The Treasurer must—
 - (a) Ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the Annual General Meeting of the Association.
- (3) The Treasurer must ensure that at least one (1) other Board member has access to the accounts and financial records of the Association.
- (4) The accounts shall be available for inspection by Members.

Division 3—Election of Committee Members and Tenure of Office

49 Who is Eligible to be a Board Member

A member is eligible to be elected or appointed as a Board member if the member—

- (a) Is 18 years or over; and
- (b) Is entitled to vote at a general meeting.

50 Positions to be Declared Vacant

- (1) This rule applies to—
 - (a) The first annual general meeting of the Association after its incorporation; or
 - (b) Any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) The Chairperson of the meeting must declare all applicable positions on the Board vacant and hold elections for those positions in accordance with Rules 51 to 55.

51 Nominations

- (1) Nominations of eligible members for election of each position shall be called for by the Secretary not less than 14 days before the date of the Annual General Meeting.
- (2) Nominations must be made in writing on the Nomination Form prescribed by the Board from time to time.
- (3) An eligible member of the Association may—

- (a) Nominate himself or herself; or
 - (b) With the member's consent, be nominated by another member.
- (4) A member who is nominated for a position and fails to be elected to that position may not be nominated for any other position for which an election is yet to be held unless there are no other nominations for that position.

52 Election of President etc.

- (1) At the Annual General Meeting, separate elections must be held for each of the following positions—
- (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 54.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

53 Election of Ordinary Members

- (1) Elections for Ordinary Member positions shall be held at the Annual General Meeting.
- (2) A single election may be held to fill all of those positions.
- (3) If the number of members nominated for the position of Ordinary Board Members is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.
- (5) If no nomination is received for any vacancy, nomination may, but is not required to, be called for at the meeting.

54 Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a list of all candidates to each member present.
- (6) If the ballot is for a single position, the voter must clearly mark the ballot paper beside the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—

- (a) The voter must clearly mark on the ballot paper next to the name of the candidate for whom they wish to vote in the manner as directed by the Chairperson at the meeting in which the ballot is taking place;
 - (b) The voter must not write the names of more candidates than the number previously nominated to be elected.
- (8) Ballot papers that do not comply with Sub-Rule (7)(a) and (b) are not to be counted.
 - (9) Each ballot paper on which the name of a candidate has been written is worth the number of votes applicable to that member for the candidate.
 - (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
 - (11) If the returning officer is unable to declare the result of an election under Sub-Rule (10) because 2 or more candidates received the same number of votes, the returning officer must—
 - (a) Conduct a further election for the position in accordance with Sub-Rules (4) to (10) to decide which of those candidates is to be elected; or
 - (b) With the agreement of those candidates, decide by lot which of them is to be elected.

55 Term of Office

- (1) The elected officers of the Association and the ordinary members of the Board shall be deemed to take office at the closure of the Annual General Meeting at which they are elected.
- (2) In the first implementation of the Sub-Rule all office bearers and ordinary member positions will be elected and each will retire as per this Rule.
- (3) Subject to Sub-Rule (5) and Rule 56, the Term of Office for Office Bearers and Ordinary Members shall be two (2) years from the election at an Annual General Meeting. Office Bearers and Ordinary Members shall retire each period by rotation as follows:
 - (a) Retiring each Odd year – President, Treasurer and two (2) Ordinary Members;
 - (b) Retiring each Even year – Vice-President, Secretary and one (1) Ordinary Member.
- (4) A Board member may be re-elected.
- (5) A general meeting of the Association may—
 - (a) By special resolution remove a Board member from office; and
 - (b) Elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (6) A member who is the subject of a proposed special resolution under Sub-Rule (5)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (7) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

56 Vacation of Office

- (1) A Board member may resign from the Board by written notice addressed to the Board.
- (2) A person ceases to be a Board member if he or she—
 - (a) Ceases to be a member of the Association; or
 - (b) Fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under Rule 67; or
 - (c) They are removed from office by special resolution at a general meeting of the Association; or
 - (d) Otherwise ceases to be a Board member by operation of section 78 of the Act.
 - (e) They die.

57 Filling Casual Vacancies

- (1) The Board may appoint an eligible member of the Association to fill a position on the Board that—
 - (a) Has become vacant under Rule 56; or
 - (b) Was not filled by election at the last Annual General Meeting.
- (2) The person appointed to fill a vacancy shall continue in office until the position filled was next due for re-election at an Annual General Meeting.
- (3) If the position of Secretary becomes vacant, the Vice-Chairperson shall undertake the role of Secretary until the next scheduled Board meeting where a replacement Secretary shall be discussed and voted on.
- (4) Rule 55 applies to any Board member appointed by the Board under Sub-Rule (1) or (2).
- (5) The Board may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee

58 Meetings of Board

- (1) The Board must meet at least six (6) times in each year at the dates, times and places determined by the Board.
- (2) The date, time and place of the first Board meeting must be determined by the members of the Board as soon as practicable after the annual general meeting of the Association at which the members of the Board were elected.
- (3) Special Board meetings may be convened by the President or by any 4 members of the Board.
- (4) At meetings of the Board:
 - (a) The President, or in his or her absence, the Vice-President shall chair the meeting; and
 - (b) If the President and the Vice-President are both absent or are otherwise unable to chair the meeting, one of the remaining members of the Board as chosen by the members present shall chair the meeting.

59 Notice of Meetings

- (1) Notice of each Board meeting must be given to each Board member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one Board meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special Board meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at a special Board meeting is the business for which the meeting is convened.

60 Urgent Meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with Rule 59 provided that as much notice as practicable is given to each Board member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Board.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

61 Procedure and Order of Business

- (1) The procedure to be followed at a meeting of the Board must be determined from time to time by the Board.
- (2) The order of business may be determined by the members of the Board present at the meeting.

62 Use of Technology

- (1) A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows the Board member and the Board members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Board member participating in a Board meeting as permitted under Sub-Rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

63 Quorum

- (1) No business may be conducted at a Board meeting unless a quorum is present.
- (2) Quorum for a Board meeting is the presence (in person or by use of technology) of half of the total number of Board members, plus one, rounded down in the event of there being an odd number of Board members.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting—
 - (a) In the case of a special meeting—the meeting lapses;
 - (b) In any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59.

64 Voting

- (1) On any question arising at a Board meeting, each Board member present in person or by use of technology at the meeting has one vote.
- (2) A motion is carried if a majority of Board members present at the meeting vote in favour of the motion.
- (3) Sub-Rule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

65 Conflict of Interest

- (1) A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (2) A Board member must declare their interest in any:
 - (a) Contractual matter;
 - (b) Selection matter;
 - (c) Disciplinary matter; or
 - (d) Other financial matter.

In which a conflict of interest arises, or may arise.

- (3) The member—
 - (a) Must not be present while the matter is being considered at the meeting; and
 - (b) Must not vote on the matter.
 - (4) In the event of any uncertainty as to whether it is necessary for a Board member to absent themselves from discussions and refrain from voting, the issue should be immediately determined by the vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.
 - (5) This rule does not apply to a material personal interest—
 - (a) That exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (b) That the member has in common with all, or a substantial proportion of, the members of the Association.
 - (6) The nature of the interest of such Board member must be disclosed by the Board member at the meeting of the Board at which the matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Board member becomes interested in a matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the Board member becomes so interested.
 - (7) It is the duty of the minute-taker to record in the minutes any declaration(s) made.
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66 Minutes of Meeting

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.
- (2) The minutes must record the following—
 - (a) The names of the members in attendance at the meeting;
 - (b) The business considered at the meeting;
 - (c) Any resolution on which a vote is taken and the result of the vote;
 - (d) Any material personal interest disclosed under Rule 65.

67 Leave of Absence

- (1) The Board may grant a Board member Leave of Absence from Board meetings for a period not exceeding 3 months.
- (2) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

68 Source of Funds

The funds of the Association may be derived from joining fees, annual memberships, donations, fundraising activities, grants, interest and any other sources approved by the Board.

69 Management of Funds

- (1) The Association must open an account with a financial institution into which all of the Association's revenue is deposited and from which all expenditure of the Association is withdrawn.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.
- (3) The Board may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed or authorised by two (2) members of the Board, or such other persons as authorised by the Board.
- (5) All funds of the Association must be deposited into the financial account of the Association within a reasonable period of time after receipt.
- (6) With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

70 Financial Records

- (1) The Association must keep financial records that—
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- (a) Correctly record and explain its transactions, financial position and performance; and
 - (b) Enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
- (a) The financial records for the current financial year; and
 - (b) Any other financial records as authorised by the Board.

71 Financial Statements

- (1) For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting Sub-Rule (1), those requirements include—
- (a) The preparation of the financial statements;
 - (b) If required, the review or auditing of the financial statements;
 - (c) The certification of the financial statements by the Board;
 - (d) The submission of the financial statements to the Annual General Meeting of the Association;
 - (e) The lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

72 Common Seal

- (1) The Association may have a Common Seal.
- (2) If the Association has a Common Seal—
- (a) The name of the Association must appear in legible characters on the Common Seal;
 - (b) The Common Seal shall not be affixed to any document or instrument except by the authority of the Board. The affixing of the Common Seal shall be attested by the signatures of two (2) members of the Board;
 - (c) The Common Seal must be kept in the custody of the Secretary.

73 Registered address

- (1) The registered address of the Association is—
- (a) The address determined from time to time by resolution of the Board; or
 - (b) If the Board has not determined an address to be the registered address—the postal address of the Secretary.

74 Notice Requirements

- (1) Any notice required to be given to a member or a Board member under these Rules may be given—
 - (a) By handing the notice to the member personally; or
 - (b) By sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) By email.
- (2) Where a document is:
 - (a) Properly addressed, pre-paid and posted, the document shall, unless the contrary is proved, be deemed to have been delivered at the time at which the document would have been delivered in the ordinary course of post; or
 - (b) where a document is sent by facsimile or by email or other electronic means it shall be deemed to have been delivered in the ordinary course of time for delivery by that means; or
- (3) Where the time for giving notice falls on a non—business day, the notice shall be required to be given by the next business day.
- (4) Sub-Rule (1) does not apply to notice given under Rule 60.
- (5) Any notice required to be given to the Association or the Board may be given—
 - (a) By sending the notice by post to the registered address; or
 - (b) By leaving the notice at the registered business address; or
 - (c) By email to the email address of the Association or the Secretary; or

75 Custody and Inspection of Books and Records

- (1) Members may on request inspect free of charge—
 - (a) The register of members;
 - (b) The minutes of general meetings;
 - (c) subject to Sub-Rule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.
- (2) The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Board must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to Sub-Rule (2), a member may make a copy of any of the other records of the Association referred to in this rule (with the exception of the Register of Members) and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

 - (a) Its membership records;
 - (b) Its financial statements;

- (c) Its financial records;
- (d) Records and documents relating to transactions, dealings, business or property of the Association.

76 Winding Up and Cancellation

- (1) The Association may be wound up voluntarily by Special Resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) In the event of the Association being wound up or dissolved, its net assets will be distributed to the Nunawading Amateur Basketball Association (NABA), or in the event the NABA is no longer operational, the net assets will be distributed to a fund with objectives similar to those of the Association or to a community or charitable organisation.

77 Alteration of Rules

These Rules may only be altered by Special Resolution of a general meeting of the Association.

78 Procedural Irregularities

- (1) No decision of the Association or the Board shall be invalid merely because of a failure to give proper notice or other irregularity in procedure required by these Rules or the By-Laws unless a person suffers serious detriment as a result of the failure to give proper notice or irregularity in procedure.
- (2) The Association or the Board may confirm an earlier decision which may have been otherwise invalid because of a failure to give proper notice or other irregularity in procedure and the decision shall be deemed to be valid from the time it was originally made.

79 Unforeseen Matters

- (1) Should any matter arise for which provision has not been made in these Rules, the Association or the Board shall take such action as is necessary to protect the interests of the Association.

80 Indemnity

- (1) Every member of the Board, Auditor and any other Officer or Agent for the time being of the Association shall be indemnified out of the assets of the Association against any liability arising out of the execution of his or her duties which are incurred by him or her in defending any proceedings whether civil or criminal in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application under the Act in which relief is granted to him or her by the court in respect of any negligence, default breach of duty or breach of trust.
